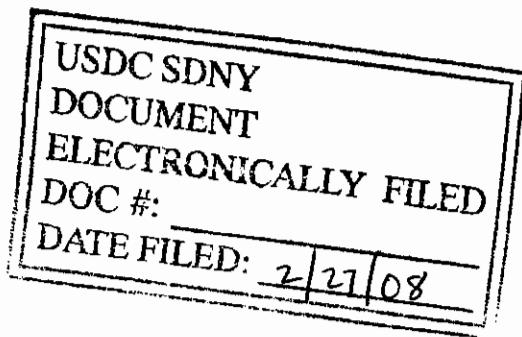


Erik Kahn EK (5146)
Erik.kahn@bryancave.com
Joseph Richetti JJR (5915)
joe.richetti@bryancave.com
Elizabeth J. Goldberg, EJG (3373)
ejgoldberg@bryancave.com
BRYAN CAVE LLP
1290 Avenue of the Americas
New York, New York 10104
Phone: (212) 541-1143
Fax: (212) 541-1497



Attorneys for Defendant Sterling Publishing Co., Inc.

IN THE UNITED STATES DISTRICT COURT

FOR THE SOUTHERN DISTRICT OF NEW YORK

----- x -----

INNOVATIVE USA, INC.

: No. 07 CV 6362

Plaintiff

: STIPULATION OF DISMISSAL
WITH PREJUDICE

v.

STERLING PUBLISHING CO., INC.

----- x -----

Defendant

----- x -----

WHEREFORE, Plaintiff Innovative USA, Inc. and Defendant Sterling Publishing Co., Inc. have entered into a Confidential Release and Settlement Agreement effective as of January 15, 2008, a copy of which is attached hereto;

NOW THEREFORE, IT IS HEREBY STIPULATED AND AGREED by and between the undersigned attorneys for the parties that:

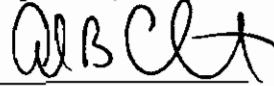
(i) All claims that were or could have been brought in the above entitled action are dismissed with prejudice and without costs as to all parties; and

(ii) The parties shall remain subject to the personal jurisdiction of the Court for the limited purpose of enforcing and/or resolving any disputes that may arise in the future with respect to the Confidential Release and Settlement Agreement among the parties pursuant to which this Stipulated Order of Dismissal has been executed by the parties' representatives.

S. ordered.
Yvonne Cole
February 27, 2008

Dated: New York, New York
February 26, 2008

Respectfully submitted,

s/ 

Alan B. Clement, Esq.
LOCKE LORD BISSELL & LIDDELL LLP
885 Third Avenue
26th Floor
New York, New York 10022
Phone: (212) 812-3818
Fax: (212) 812-8378

Attorneys Plaintiff
Innovative USA, Inc..

s/ 
Joseph S. Richetti
BRYAN CAVE LLP
1290 Avenue of the Americas
New York, New York 10104
Telephone: (212) 541-2000
Facsimile: (212) 541-4630

Attorneys for Defendant
Sterling Publishing Co., Inc.

So Ordered:

J.S.C.